

HORNER GEORGE F III
 Form 4
 January 04, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HORNER GEORGE F III

2. Issuer Name and Ticker or Trading Symbol
VICURON PHARMACEUTICALS INC [MICU]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
455 S. GULPH ROAD, SUITE 305
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

KING OF PRUSSIA, PA 19406

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| COMMON STOCK | 01/03/2005 | | S | 2,000 | D \$ 17.2085 | 59,250 | D |
| COMMON STOCK | 01/03/2005 | | S | 2,000 | D \$ 17.2425 | 57,250 | D |
| COMMON STOCK | 01/03/2005 | | S | 2,000 | D \$ 17.2925 | 55,250 | D |
| COMMON STOCK | 01/03/2005 | | S | 2,000 | D \$ 17.306 | 53,250 | D |
| COMMON STOCK | 01/03/2005 | | S | 2,000 | D \$ 17.301 | 51,250 | D |

| | | | | | | | |
|--------------|------------|---|--------|---|-----------|--------|---|
| COMMON STOCK | 01/03/2005 | S | 2,000 | D | \$ 17.221 | 49,250 | D |
| COMMON STOCK | 01/03/2005 | S | 37,000 | D | \$ 17.2 | 12,250 | D |
| COMMON STOCK | 01/03/2005 | S | 1,000 | D | \$ 17.2 | 11,250 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| STOCK OPTION | \$ 0.4 | 01/03/2005 | | M | 50,000 | <u>(1)</u> 12/08/2007 | COMMON STOCK | 50,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| HORNER GEORGE F III 455 S. GULPH ROAD SUITE 305 KING OF PRUSSIA, PA 19406 | X | | President & CEO | |

Signatures

/s/ PETER T. HEALY, ESQ., ATTORNEY-IN-FACT FOR GEORGE F. HORNER, III.

01/04/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Subject to continued service, the option vests as to 25% of the underlying shares 12 months after the date of grant and the balance of 75% vests in 36 equal monthly installments commencing 13 months after the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.